

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: Chapter 11
W.R. Grace & Co., et al. Case No. 01-01139 (JKF)
Debtors. Jointly Administered

**THIRTY-NINTH QUARTERLY FEE APPLICATION OF STROOCK & STROOCK
& LAVAN LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM OCTOBER 1, 2010 THROUGH DECEMBER 31, 2010**

| | |
|--|--|
| Name of Applicant | Stroock & Stroock & Lavan LLP |
| Authorized to Provide Professional Services to: | Official Committee of Unsecured Creditors |
| Date of Retention: | April 12, 2001 |
| Period for which compensation and reimbursement is sought | October 1, 2010 – December 31, 2010 |
| Amount of Compensation sought as actual, reasonable and necessary: | \$141,141.25 |
| Amount of Expense Reimbursement sought as actual, reasonable and necessary: | \$2,635.46 |
| Fees and Expenses of the Asbestos Issues Expert: | |

This is an: ☒ interim ☐ final application

This is the thirty-ninth quarterly application filed.

Attachment A**Monthly Interim Fee Applications**

| | | Payment Requested | | Payment Approved | |
|-------------------------------|------------------------|-------------------|---|------------------|-------------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| May 30, 2001 D.I.339 | 4/12/01- 4/30/01 | \$138,926.00 | \$1,975.13 | \$111,140.80 | \$1,975.13 |
| July 2, 2001 D.I.613 | 5/1/01 – 5/31/01 | \$139,928.75 | \$6,884.73 | \$111,943.00 | \$6,884.73 |
| July 30, 2001 D.I.772 | 6/1/01 – 6/30/01 | \$91,019.00 | \$10,458.14 | \$72,815.20 | \$10,458.14 |
| September 5, 2001 D.I.889 | 7/1/01- 7/31/01 | \$92,308.00 | \$5,144.37 | \$73,846.40 | \$5,144.37 |
| October 2, 2001 D.I.983 | 8/1/01 8/31/01 | \$53,873.50 | \$3,069.88 | \$43,098.80 | \$3,069.88 |
| October 31, 2001 D.I.1058 | 9/1/01 – 9/30/01 | \$58,742.00 | \$6,801.32 | \$46,993.60 | \$6,801.32 |
| November 26, 2001 D.I.1239 | 10/1/01 – 10/31/01 | \$101,069.00 | \$3,562.09 | \$80,855.20 | \$3,562.09 |
| January 8, 2002 D.I.1470 | 11/1/01 – 11/30/01 | \$136,368.50 | \$8,847.34 | \$109,094.80 | \$8,847.34 |
| February 1, 2002 D.I.1608 | 12/01/01 – 12/31/01 | \$92,064.50 | \$9,471.47 | \$73,651.60 | \$9,471.47 |
| March 14, 2002 D.I.1812 | 01/01/02 – 01/31/02 | \$100,231.50 | \$14,675.58 | \$80,185.20 | \$14,675.58 |
| April 22, 2002 D.I.1951 | 02/01/02 – 02/28/02 | \$88,974.50 | \$16,863.97 | \$71,179.60 | \$16,863.97 |
| May 8, 2002 D.I.2029 | 03/01/02 – 03/31/02 | \$77,964.25 | \$1,190.44 | \$62,371.40 | \$1,190.44 |
| June 3, 2002 D.I.2156 | 04/01/02- 04/30/02 | \$97,251.50 | \$1,816.40 (Stroock) \$9,772.37 (Chambers) | \$77,801.20 | \$11,588.86 |

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|--------------------------------|------------------------|-------------------|---|------------------|--------------|
| July 2, 2002 D.I.2324 | 05/01/02 – 05/31/02 | \$74,910.75 | \$2,9154.43 (Stroock) \$43,190.69 (Chambers) | \$59,928.60 | \$46,105.12 |
| August 5, 2002 D.I.2495 | 06/01/02 – 06/30/02 | \$73,096.75 | \$2,054.05 (Stroock) \$114,666.72 (Chambers) | \$58,477.4011 | \$116,720.77 |
| September 20, 2002 D.I.2720 | 07/01/02 – 07/31/02 | \$90,903.27 | \$1,250.79 (Stroock) \$11,996.25 (Chambers) | \$72,722.61 | \$13,274.04 |
| October 29, 2002 D.I.2898 | 08/01/02 – 08/31/02 | \$93,151.25 | \$11,539.51 (Stroock) \$5,046.70 (Chambers) | \$74,521.00 | \$16,586.21 |
| November 14, 2002 D.I.2981 | 09/01/02 - 09/30/02 | \$96,613.25 | \$15,567.77 (Stroock) \$771.50 (Chambers) | \$77,290.60 | \$16,339.27 |
| December 10, 2002 D.I.3129 | 10/1/02 – 10/31/02 | \$68,404.00 | \$2,956.54 (Stroock) \$1,780.75 (Chambers) | \$54,723.20 | \$4,737.29 |
| January 28, 2003 D.I.3286 | 11/1/02 – 11/30/02 | \$75,345.50 | \$8,712.16 (Stroock) | \$60,276.40 | \$8,712.16 |
| February 7, 2003 D.I.3349 | 12/1/02 – 12/31/02 | \$27,683.50 | \$13,332.14 (Stroock) | \$22,146.80 | \$13,332.14 |
| March 26, 2003 D.I.3552 | 1/1/03 – 1/31/03 | \$88,139.00 | \$1,210.11 (Stroock) | \$70,511.20 | \$1,210.11 |
| April 7, 2003 D.I.3626 | 2/1/03 – 2/28/03 | \$76,313.00 | \$2,022.78 (Stroock) \$1,077.80 (Chambers) | \$61,050.40 | \$3,100.58 |
| April 29, 2003 D.I.3718 | 3/1/03 – 3/31/03 | \$60,163.50 | \$6,191.15 (Stroock) | \$48,130.80 | \$6,191.15 |
| June 2, 2003 D.I. 3850 | 4/1/03 – 4/30/03 | \$60,269.00 | \$814.02 (Stroock) \$2,043.00 (Chambers) | \$48,215.20 | \$2,857.02 |
| July 1, 2003 D.I. 3983 | 5/1/03 – 5/31/03 | \$111,990.50 | \$691.84 (Stroock) \$3,830.50 (Chambers) | \$89,592.40 | \$10,522.34 |
| August 5, 2003 D.I. 4152 | 6/1/03 – 6/30/03 | \$43,824.00 | \$1,220.42 (Stroock) \$61,755.00 (Chambers) | \$35,059.20 | \$62,975.42 |
| September 4, 2003 D.I. 4381 | 7/1/03 – 7/31/03 | \$79,090.50 | \$2,301.33 (Stroock) \$14,274.25 (Chambers) | \$63,272.40 | \$16,575.58 |

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|---------------------------------|-----------------------|-------------------|---|------------------|--------------|
| September 30, 2003 D.I. 4512 | 8/1/03 – 8/31/03 | \$69,927.00 | \$1,164.19 (Stroock) \$12,488.94 (Chambers) | \$55,941.60 | \$13,653.13 |
| October 29, 2003 D.I. 4625 | 9/1/03 – 9/30/03 | \$69,409.50 | \$1,076.94 (Stroock) \$10,102.00 (Chambers) | \$55,527.60 | \$11,178.94 |
| December 19, 2003 D.I. 4843 | 10/1/03 – 10/31/03 | \$96,980.50 | \$3,800.45 (Stroock) \$42,881.50 (Chambers) | \$77,584.40 | \$46,681.95 |
| January 23, 2004 D.I. 4976 | 11/1/03 – 11/30/03 | \$66,428.50 | \$1,225.38 (Stroock) \$30,463.00 (Navigant f/k/a Chambers) | \$53,142.80 | \$31,688.38 |
| February 4, 2004 D.I. 5056 | 12/1/03 – 12/31/03 | \$52,321.50 | \$924.99 (Stroock) \$27,005.00 (Navigant f/k/a Chambers) | \$41,857.20 | \$27,929.99 |
| March 17, 2004 D.I. 5309 | 1/1/04 – 1/31/04 | \$65,980.50 | \$1,917.93 (Stroock) \$47,654.57 (Navigant f/k/a Chambers) | \$52,784.40 | \$49,572.50 |
| April 6, 2004 D.I. 5406 | 2/1/04 – 2/29/04 | \$90,421.50 | \$3,636.48 (Stroock) \$35,492.50 (Navigant f/k/a Chambers) | \$72,337.20 | \$39,128.98 |
| April 28, 2004 D.I. | 3/1/04 – 3/31/04 | \$103,524.00 | \$5,567.34 (Stroock) | \$82,819.20 | \$5,567.34 |
| June 14, 2004 D.I. 5803 | 4/1/04 – 4/30/04 | \$99,136.00 | \$3,518.96 (Stroock) \$1,515.00 (Navigant February) \$49,667.00 (Navigant March) \$80,307.11 (Navigant April) | \$79,308.80 | \$135,008.07 |
| July 2, 2004 D.I. 5917 | 5/1/04 – 5/31/04 | \$134,324.50 | \$2,409.97 (Stroock) \$78,360.05 (Navigant May) | \$107,459.60 | \$80,770.02 |
| August 2, 2004 D.I. 6105 | 6/1/04 – 6/31/04 | \$120,501.00 | \$1,831.49 (Stroock) \$62,625.00 (Navigant June) | \$96,400.80 | \$64,456.49 |
| September 9, 2004 D.I. 6341 | 7/1/04 – 7/31/04 | \$72,394.00 | \$3,461.84 (Stroock) \$40,427.50 (Navigant July) | \$57,915.20 | \$43,889.34 |

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|---------------------------------|-----------------------|-------------------|--|------------------|-------------|
| September 23, 2004 D.I. 6444 | 8/1/04 – 8/31/04 | \$70,457.00 | \$1,764.40 (Stroock) | \$56,365.60 | \$1,764.40 |
| October 14, 2004 D.I. 6625 | 9/1/04 – 9/30/04 | \$83,903.50 | \$1,535.61 (Stroock) \$27,142.00 (Navigant August) | \$67,122.80 | \$28,677.61 |
| December 3, 2004 D.I. 7086 | 10/1/04 – 10/31/04 | \$200,155.50 | \$1,368.18 (Stroock) \$ 24,659.00 (Navigant September) | \$160,124.40 | \$26,027.18 |
| January 7, 2005 D.I. 7481 | 11/1/04 – 11/30/04 | \$218,608.50 | \$14,019.09 (Stroock) \$25,102.80 (Navigant October) \$27,972.34 (Navigant November) | \$174,886.80 | \$67,094.23 |
| February 2, 2005 D.I. 7667 | 12/1/04 – 12/31/04 | \$235,503.70 | \$10,442.92 (Stroock) \$62,687.97 (Navigant December) | \$188,402.96 | \$73,130.89 |
| March 15, 2005 D.I. 8026 | 1/1/05 – 1/31/05 | \$187,168.00 | \$4,411.55 (Stroock) \$15,686.00 (Navigant January) | \$149,734.40 | \$20,097.55 |
| April 1, 2005 D.I. 8155 | 2/1/05 – 2/28/05 | \$108,180.25 | \$8,102.85 (Stroock) \$18,303.37 (Navigant February) | \$86,544.20 | \$26,406.22 |
| April 29, 2005 D.I. 8305 | 3/1/05 – 3/31/05 | \$56,941.25 | \$287.23 (Stroock) \$6,114.86 (Navigant March) | \$45,553.00 | \$6,402.09 |
| June 6, 2005 D.I. 8562 | 4/1/05- - 4/30/05 | \$127,695.00 | \$3,531.45 (Stroock) \$20,129.06 (Navigant April) | \$102,156.00 | \$23,660.51 |
| June 28, 2005 D.I. 8704 | 5/1/05- 5/31/05 | \$98,569.00 | \$4,871.74 (Stroock) | \$78,855.20 | \$858.21 |
| August 3, 2005 D.I. 9135 | 6/1/05- 6/30/05 | \$114,903.75 | \$4,871.74 (Stroock) \$34,075.28 (Navigant June) | \$91,923.00 | \$38,947.02 |
| September 8, 2005 D.I. 9356 | 7/1/05 – 7/31/05 | \$117,780.75 | \$2,088.44 (Stroock) \$2,211.00 (Navigant) | \$94,224.60 | \$4,299.44 |

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|---------------------------------|-------------------------|-------------------|--|------------------|--------------|
| October 4, 2005 D.I. 9565 | 8/1/05 – 8/31/05 | \$106,796.25 | \$5,046.99 (Stroock) \$18,550.00 (Navigant) | \$85,437.00 | \$23,596.99 |
| November 1, 2005 D.I. 10951 | 9/1/05 – 9/30/05 | \$67,697.50 | \$1,399.68 (Stroock) \$11,197.50 (Navigant) | \$54,158.00 | \$12,597.18 |
| November 29, 2005 D.I. 11202 | 10/1/05 – 10/31/05 | \$98,216.75 | \$1,611.30 (Stroock) \$11,582.50 (Navigant) | \$78,573.40 | \$13,193.80 |
| January 9, 2006 D.I. 11507 | 11/1/05 – 11/30/05 | \$104,348.00 | \$2,847.45 (Stroock) \$71,598.50 (Navigant) | \$83,478.40 | \$74,445.95 |
| January 30, 2006 D.I. 11655 | 12/1/05 – 12/31/05 | \$96,855.00 | \$1,379.53 (Stroock) \$20,317.49 (Navigant) | \$77,484.00 | 21,697.02 |
| March 1, 2006 D.I. 11921 | 1/1/06 – 1/31/06 | \$73,383.00 | \$1,810.85 (Stroock) \$14,124.01 (Navigant) | \$58,706.40 | \$15,934.86 |
| March 28, 2006 D.I. 12134 | 2/1/06 – 2/28/06 | \$105,083.75 | \$1,434.62 (Stroock) \$25,971.70 (Navigant) | \$84,067.00 | \$27,406.32 |
| May 2, 2006 D.I. 12354 | 3/1/06 – 3/31/06 | \$145,189.50 | \$2,512.81 (Stroock) \$25,838.37 (Navigant) | \$116,151.60 | \$28,351.18 |
| May 31, 2006 DI. 12558 | 4/1/2006 – 4/30/2006 | \$116,817.00 | \$2,141.42 (Stroock) \$7,425.00 (Navigant) | \$93,453.60 | \$9,566.42 |
| July 6, 2006 D.I. 12748 | 5/1/2006 – 5/31/2006 | \$121,304.50 | \$1,838.71 (Stroock) \$17,493.75 (Navigant) | \$97,043.60 | \$19,332.46 |
| August 1, 2006 D.I. 12899 | 6/1/2006 – 6/30/2006 | \$94,856.50 | \$1,869.66 (Stroock) \$38,548.75 (Navigant) | \$75,885.20 | \$40,418.41 |
| August 30, 2006 D.I. 13117 | 7/1/2006 – 7/31/2006 | \$97,397.25 | \$496.76 (Stroock) \$30,280.00 (Navigant) | \$77,917.80 | \$30,776.76 |
| October 2, 2006 D.I. 13336 | 8/1/2006 – 8/31/2006 | \$131,856.25 | \$98.34 (Stroock) \$98,317.50 (Navigant) | \$105,485.00 | \$98,415.84 |
| November 2, 2006 D.I. 13559 | 9/1/2006 – 9/30/2006 | \$150,960.00 | \$4,147.01 (Stroock) \$91,179.11 (Navigant) | \$120,768.00 | \$95,326.12 |
| November 29, 2006 D.I. 13838 | 10/1/06 – 10/31/06 | \$196,223.50 | \$915.14 (Stroock) \$147,374.20 (Navigant) | \$156,978.89 | \$148,289.34 |

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|----------------------------------|-----------------------|-------------------|--|------------------|--------------|
| January 12, 2007 D.I. 14292 | 11/1/06 – 11/30/06 | \$188,638.00 | \$3,370.16 (Stroock) \$133,438.70 (Navigant) | \$150,910.40 | \$136,808.86 |
| January 29, 2007 D.I. 14415 | 12/1/06 – 12/31/06 | \$99,832.00 | \$5,752.89 (Stroock) \$55,245.22 (Navigant) | \$79,865.60 | \$60,998.11 |
| March 8, 2007 D.I. 14810 | 1/1/07 – 1/31/07 | \$77,582.00 | \$962.06 (Stroock) \$90,474.74 (Navigant) | \$62,065.60 | \$91,436.80 |
| April 10, 2007 D.I. 15132 | 2/1/07 – 2/28/07 | \$119,140.50 | \$3,092.88 (Stroock) \$77,301.25 (Navigant) | \$95,312.40 | \$80,394.13 |
| May 1, 2007 D.I. 15457 | 3/1/07 – 3/31/07 | \$135,228.00 | \$6,635.25 (Stroock) \$104,674.53 (Navigant) | \$108,182.40 | \$111,309.78 |
| June 22, 2007 D.I. 16136 | 4/1/07 – 4/30/07 | \$177,646.00 | \$815.81 (Stroock) \$173,437.45 (Navigant) | \$142,116.80 | \$174,253.26 |
| July 17, 2007 D.I. 16309 | 5/1/07 – 5/31/07 | \$205,937.25 | \$6,405.01 (Stroock) \$162,431.03 (Navigant) | \$164,749.80 | \$168,836.04 |
| August 10, 2007 D.I. 16528 | 6/1/07 – 6/30/07 | \$225,650.50 | \$5,929.97 (Stroock) \$200,294.81 (Navigant) | \$180,520.40 | \$206,224.78 |
| September 14, 2007 D.I. 16822 | 7/1/07 – 7/31/07 | \$157,268.50 | \$4,021.65 (Stroock) \$208,116.54 (Navigant) | \$125,814.80 | \$212,138.19 |
| October 1, 2007 D.I. 16959 | 8/1/07 – 8/31/07 | \$145,866.50 | \$3,354.61 (Stroock) \$210,152.54 (Navigant) | \$116,693.20 | \$213,507.15 |
| November 16, 2007 D.I. 17394 | 9/1/07 – 9/30/07 | \$206,908.50 | \$3,056.89 (Stroock) | \$165,526.80 | \$3,056.89 |
| December 5, 2007 D.I. 17548 | 10/1/07 – 10/31/07 | \$288,976.50 | \$22,324.58 (Stroock) \$325,509.63 (Navigant) | \$231,181.20 | \$303,185.05 |
| January 11, 2008 D.I. 17803 | 11/1/07 – 11/30/07 | \$249,372.50 | \$32,780.40 (Stroock) \$162,394.93 (Navigant) | \$199,498.00 | \$195,175.33 |
| February 1, 2008 D.I. 17957 | 12/1/07 – 12/31/07 | \$116,522.50 | \$57,717.92 (Stroock) \$47,444.43 (Navigant) | \$93,218.00 | \$105,162.35 |
| March 4, 2008 D.I. 18202 | 1/1/08 – 1/31/08 | \$201,472.50 | \$3,282.80 (Stroock) \$86,070.26 (Navigant) | \$161,178.00 | \$89,353.06 |

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| April 5, 2008 D.I. 18450 | 2/1/08 – 2/29/08 | \$195,491.00 | \$5,922.25 (Stroock) \$73,924.16 (Navigant) | \$156,392.80 | \$79,846.41 |
| April 29, 2008 D.I. 18639 | 3/1/08 – 3/31/08 | \$275,659.00 | \$11,217.17 (Stroock) \$69,201.53 (Navigant) | \$220,527.20 | \$80,418.70 |
| June 4, 2008 D.I. 18862 | 4/1/08 4/30/08 | \$298,888.00 | \$10,143.60 (Stroock) \$38,800.00 (Navigant) | \$239,110.40 | \$48,943.60 |
| July 1, 2008 D.I. 19032 | 5/1/08 5/31/08 | \$138,683.50 ¹ | \$3,649.95 (Stroock) | \$110,946.80 ² | \$3,649.95 |
| August 4, 2008 D.I. 19224 | 6/1/08 6/30/08 | \$213,559.00 | \$12,357.78 (Stroock) \$96.84 (Navigant) | \$170,847.20 | \$12,454.62 |
| September __, 2008 D.I. 19516 | 7/1/08 7/31/08 | \$206,087.50 | \$6,717.13 (Stroock) \$259.90 (Navigant) | \$164,870.00 | \$6,977.03 |
| September 30, 2008 D.I. 19653 | 8/1/08 8/31/08 | \$212,928.50 | \$2,326.65 (Stroock) | \$170,342.80 | \$2,326.65 |
| November 6, 2008 D.I. 19949 | 9/1/08 9/30/08 | \$226,486.50 | \$2,844.77 (Stroock) | \$181,189.20 | \$2,844.77 |
| December 2, 2008 D.I. 20168 | 10/1/08 10/31/08 | \$270,097.00 | \$10,611.52 (Stroock) | \$216,077.60 | \$10,611.52 |
| December 30, 2008 D.I. 20384 | 11/1/08 11/30/08 | \$184,642.00 | \$5,870.24 (Stroock) | \$147,713.60 | \$5,870.24 |
| February 3, 2009 D.I. 20654 | 12/1/08- 12/31/08 | \$102,648.50 | \$4,017.80 (Stroock) | \$82,118.80 | \$4,017.80 |
| March 3, 2009 D.I. 20906 | 1/1/09 1/31/09 | \$114,525.00 | \$2,458.44 (Stroock) | \$91,620.00 | \$2,458.44 |
| March 30, 2009 D.I. 21152 | 2/1/08 2/28/09 | \$141,569.00 | \$1,627.89 (Stroock) | \$113,255.20 | \$1,627.89 |
| April 29, 2009 D.I. 21475 | 3/01/09 3/31/09 | \$181,006.75 | \$3,270.02 (Stroock) | \$144,805.40 | \$3,270.02 |

¹ See paragraph 10 herein.

² See paragraph 10 herein.

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| May 29, 2009 D.I. 21910 | 4/01/09 4/30/09 | \$187,588.50 | \$1,545.41 (Stroock) | \$150,070.80 | \$1,545.41 |
| July 1, 2009 D.I. 22310 | 5/01/09 5/31/09 | \$227,989.00 | \$9,428.79 (Stroock) | \$182,391.20 | \$9,428.79 |
| August 6, 2009 D.I. 22709 | 6/01/09 6/30/09 | \$238,611.25 | \$5,960.91 (Stroock) | \$190,889.00 | \$5,960.91 |
| September 25, 2009 D.I. 23338 | 7/01/09 7/31/09 | \$294,766.50 | \$17,306.20 (Stroock) | \$235,813.20 | 17,306.20 |
| October 5, 2009 D.I. 23422 | 8/01/09 8/31/09 | \$299,544.25 | \$7,237.57(Stroock) \$2,812.50 (Navigant) | \$239,635.40 | \$10,050.07 |
| November 13, 2009 D.I. 23759 | 9/01/09 9/30/09 | \$349,937.50 | \$20,164.05 (Stroock) | \$279,950.00 | \$20,164.05 |
| December 1, 2009 D.I. 23897 | 10/01/09 10/31/09 | \$281,050.75 | \$12,457.25 (Stroock) | \$224,840.60 | \$12,457.25 |
| December 30,2009 D.I. 24087 | 11/01/09 11/30/09 | \$219,347.00 | \$10,084.80 (Stroock) | \$175,477.60 | \$10,084.80 |
| January 29, 2010 D.I. 24211 | 12/01/09 12/31/09 | \$117,137.00 | \$3,532.36 (Stroock) | \$93,709.60 | \$3,532.36 |
| March 1, 2010 D.I. 24376 | 1/01/10 1/31/10 | \$193,442.75 | \$3,163.37 (Stroock) | \$154,754.20 | \$3,163.37 |
| March 30, 2010 D.I. 24537 | 2/01/10 2/28/10 | \$56,435.50 | \$1,668.29 (Stroock) | \$45,148.40 | \$1,668.29 |
| April 28, 2010 D.I. 24687 | 3/01/10 3/31/10 | \$42,209.00 | \$636.63 (Stroock) | \$33,767.20 | \$636.63 |
| May 28, 2010 D.I. 24859 | 4/01/10 4/30/10 | \$44,465.00 | \$265.51 (Stroock) | \$35,572.00 | \$265.51 |
| June 28, 2010 D.I. 24993 | 5/01/10 5/31/10 | \$36,946.50 | \$770.90 (Stroock) | \$29,557.20 | \$770.90 |
| July 28, 2010 D.I. 25130 | 6/01/10 6/30/10 | \$52,374.50 | \$93.68 (Stroock) | \$41,899.60 | \$93.68 |

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| August 30, 2010 D.I. 25286 | 7/01/10 7/31/10 | \$20,240.00 | \$141.30 (Stroock) | \$16,192.00 | \$141.30 |
| September 28, 2010 D.I. 25488 | 8/01/10 8/31/10 | \$23,595.50 | \$157.91 (Stroock) | \$18,876.40 | \$157.91 |
| October 28, 2010 D.I. 25660 | 9/01/10 9/30/10 | \$25,244.50 | \$328.75 (Stroock) | \$20,195.60 | \$328.75 |
| November 29, 2010 D.I. 25812 | 10/01/10 10/31/10 | \$17,677.50 | \$90.00 (Stroock) | \$14,142.00 | \$90.00 |
| December 28, 2010 D.I. 25963 | 11/01/10 11/30/10 | \$45,417.00 | \$307.06 (Stroock) | \$36,333.60 | \$307.06 |
| January 28, 2011 D.I. 26140 | 12/01/10 12/31/10 | \$78,046.75 | \$2,238.40 (Stroock) | \$62,437.40 | \$2,238.40 |
| February 28, 2011 D.I. 26435 | 1/01/11 1/31/11 | \$37,267.00 | \$193.84 (Stroock) | | |

Quarterly Fee Applications

| | | Payment Requested | | Order Approving Amount of: | |
|--|------------------------|-------------------|-----------------------------|----------------------------|---|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| July 30, 2001 D.I.770 (First) | 4/12/01- 6/30/01 | \$369,873.75 | \$19,318.00 | \$369,873.75 | \$19,318.75 |
| November 1, 2002 D.I.1068 (Second) | 7/1/01 – 9/31/01 | \$204,923.50 | \$15,015.57 | \$204,923.50 | \$15,015.57 |
| February 8, 2002 D.I.1658 (Third) | 10/1/01 – 12/31/01 | \$329,842.00 | \$21,880.90 \$9,918.43* | \$329,842.00 | \$21,880.90 (Stroock) \$9,918.43 (Chambers) |
| May 16, 2002 D.I.2064 (Fourth) | 01/01/02 – 03/31/02 | \$267,170.20 | \$6,149.76 \$36,352.60* | \$266,865.70 | \$6,144.85 (Stroock) \$22,002.76 (Chambers) |
| August 16, 2002 D.I.2557 (Fifth) | 04/01/02 – 06/30/02 | \$245,259.00 | \$6,784.97 \$167,629.78* | \$245,259.00 | \$6,784.97 (Stroock) \$167,629.78 (Chambers) |
| November 18, 2002 D.I.3045 (Sixth) | 07/01/02 – 09/30/02 | \$280,471.77 | \$28,358.07 \$17,814.45* | \$224,534.21 ³ | \$28,358.07 (Stroock) ¹ \$17,814.45 (Chambers) ¹ |
| March 25, 2003 D.I.3549 (Seventh) | 10/01/02 – 12/31/03 | \$171,108.00 | \$25,000.84 \$1,780.75* | \$136,886.40 ⁴ | \$25,000.84 (Stroock) ² \$1,780.75 (Chambers) ² |

* These amounts relate to the Committee's Asbestos Issues Expert.

³ Court Order dated March 14, 2003 approved fees in the amount of \$276,535.77 and expenses in the amount of \$45,477.52.

⁴ Court Order dated July 28, 2003 approved fees in the amount of \$171,108.00 and expenses in the amount of \$26,412.62.

| | | Payment Requested | | Order Approving Amount of: | |
|--|-----------------------|-------------------|-----------------------------|----------------------------|---|
| May 20, 2003 D.I. 3815 (Eighth) | 1/1/03 – 3/31/03 | \$224,358.50 | \$9,424.04 \$1,077.80* | \$224,615.50 ⁵ | \$9,424.04 (Stroock) ³ \$1,077.80 (Chambers) ³ |
| August 29, 2003 D.I. 4357 (Ninth) | 4/1/03 – 6/30/03 | \$215,903.50 | \$2,726.28 \$67,628.50* | \$215,903.50 ⁶ | \$2,726.28 (Stroock) ⁴ \$67,628.50 (Chambers) ⁴ |
| December 5, 2003 D.I. 4778 (Tenth) | 7/1/03 – 9/30/03 | \$218,222.00 | \$4,339.46 \$36,865.19* | \$218,222.00 ⁷ | \$4,339.46 (Stroock) ⁵ \$36,865.19 (Chambers) ⁵ |
| March 2, 2004 D.I. 5212 (Eleventh) | 10/1/03 – 12/31/03 | \$215,718.50 | \$5,950.82 \$100,349.50* | \$215,718.50 ⁸ | \$5,922.67 (Stroock) ⁶ \$100,349.50 (Chambers) ⁶ |
| May 18, 2004 D.I. 5597 (Twelfth) | 1/1/04 – 3/31/04 | \$254,857.00 | \$9,965.36 \$83,147.07* | \$254,857.00 ⁹ | \$9,965.36 (Stroock) ⁷ \$83,147.07 (Navigant) ⁷ |
| August 26, 2004 D.I. 6269 (Thirteenth) | 4/1/04 – 6/30/04 | \$353,629.50 | \$7,760.42 \$272,474.16* | \$353,629.50 ¹⁰ | \$7,760.42 (Stroock) ⁸ \$272,474.16 (Navigant) ⁸ |

⁵ Court Order dated September 22, 2003 approved fees in the amount of \$224,033.50 and expenses in the amount of \$10,410.22.

⁶ Amended Court Order dated December 23, 2003 approved fees in the amount of \$215,903.50 and expenses in the amount of \$70,354.78.

⁷ Court Order dated April 26, 2004 approved fees in the amount of \$218,222.00 and expenses in the amount of \$41,204.65.

⁸ Court Order dated June 16, 2004 approved fees in the amount of \$215,718.50 and expenses in the amount of \$106,272.17.

⁹ Court Order dated September 27, 2004 approved fees in the amount of \$254,857.00 and expenses in the amount of \$93,011.96.

¹⁰ Court Order dated January 25, 2005 approved fees in the amount of \$353,629.50 and expenses in the amount of \$280,234.58.

| | | Payment Requested | | Order Approving Amount of: | |
|---|--------------------|-------------------|------------------------------|----------------------------|--|
| November 10, 2004 D.I. 6871 (Fourteenth) | 7/1/04 – 9/30/04 | \$226,702.50 | \$6,705.08 \$67,569.50* | \$226,702.50 ¹¹ | \$6,705.08 (Stroock) ⁹ \$67,569.50 (Navigant) ⁹ |
| February 22, 2005 D.I. 7851 (Fifteenth) | 10/1/04 – 12/31/04 | \$653,133.20 | \$25,830.19 \$140,422.11* | \$648,355.70 ¹² | \$25,830.19 (Stroock) ¹⁰ \$140,422.11 (Navigant) ¹⁰ |
| May 16, 2005 D.I. 8468 (Sixteenth) | 1/1/05- 3/31/05 | \$352,289.50 | \$12,746.23 \$40,104.23* | \$349,644.00 | \$12,746.23 (Stroock) ¹³ \$40,104.23 (Navigant) |
| August 19, 2005 D.I. 9225 (Seventeenth) | 4/1/-5 – 6/30/05 | \$340,821.25 | \$9,261.40 \$54,204.34* | \$340,096.25 ¹⁴ | \$9,261.40 (Stroock) \$54,204.34 (Navigant) |
| November 18, 2005 D.I. 11118 (Eighteenth) | 7/1/05 – 9/30/05 | \$291,843.50 | \$8,534.71 \$31,958.50* | \$291,843.50 ¹⁵ | \$8,534.71 (Stroock) \$31,958.50 (Navigant) |
| February 15, 2006 D.I. 11798 (Nineteenth) | 10/1/05 – 12/31/05 | \$299,419.75 | \$5,838.28 \$103,498.49* | \$299,419.75 ¹⁶ | \$5,838.69 (Stroock) \$103,498.49 (Navigant) |

¹¹ Court Order dated March 22, 2005 approved fees in the amount of \$226,702.50 and expenses in the amount of \$74,274.58.

¹² Court Order dated June 29, 2005 approved fees in the amount of \$648,335.70 and expenses in the amount of \$166,252.30.

¹³ Court Order dated September 27, 2005 approved fees in the amount of \$349,644.00 and expenses in the amount of \$52,850.46.

¹⁴ Court Order dated December 19, 2005 approved fees in the amount of \$340,096.25 and expenses in the amount of \$63,465.74.

¹⁵ Court Order dated March 24, 2006 approved fees in the amount of \$291,843.50 and expenses in the amount of \$40,493.21.

¹⁶ Court Order dated June 16, 2006 approved fees in the amount of \$299,419.75 and expenses in the amount of \$109,337.18.

| | | Payment Requested | | Order Approving Amount of: | |
|---|-------------------------|-------------------|------------------------------|----------------------------|--|
| May 26, 2006 D.I. 12533 (Twentieth) | 1/1/2006 – 3/31/2006 | \$323,566.25 | \$5,758.28 \$65,934.98* | \$323,451.25 ¹⁷ | \$5,758.28 (Stroock) \$64,810.58 (Navigant) |
| August 17, 2006 D.I. 13006 (Twenty-First) | 4/1/2006 – 6/30/2006 | \$332,978.00 | \$5,849.79 \$63,467.50* | \$332,978.00 ¹⁸ | \$5,849.70 (Stroock) \$63,467.50 (Navigant) |
| November 29, 2006 D.I. 13835 (Twenty-Second) | 7/1/2006 – 9/30/2006 | \$380,213.50 | \$4,742.11 \$219,776.61* | \$380,213.50 ¹⁹ | \$4,742.11 (Stroock) \$219,776.61 (Navigant) |
| March 1, 2007 D.I. 14717 (Twenty-Third) | 10/1/2007 – 12/31/07 | \$484,693.50 | \$10,038.19 \$336,058.12* | \$484,693.50 ²⁰ | \$10,038.19 (Stroock) \$336,058.12 (Navigant) |
| June 4, 2007 D.I. 15949 (Twenty-Fourth) | 1/1/07 - 3/31/07 | \$331,950.50 | \$10,690.15 \$272,450.52* | \$331,950.50 ²¹ | \$10,690.15 (Stroock) \$272,450.52 (Navigant) |
| August 30, 2007 D.I. 16710 (Twenty-Fifth) | 4/1/2007 - 6/30/2007 | \$609,233.75 | \$13,150.79 \$536,163.29* | \$609,233.75 ²² | \$13,150.79 (Stroock) \$536,163.29 (Navigant) |

¹⁷ Court Order dated September 25, 2006 approved fees in the amount of \$323,451.25 and expenses in the amount of \$71,130.16.

¹⁸ Court Order dated December 18, 2006 approved fees in the amount of \$332,978.00 and expenses in the amount of \$69,317.29.

¹⁹ Court Order dated May 3, 2007 approved fees in the amount of \$380,213.50 and expenses in the amount of \$224,518.72.

²⁰ Court Order dated June 20, 2007 approved fees in the amount of \$484,693.50 and expenses in the amount of \$346,096.31.

²¹ Court Order dated September 24, 2007 approved fees in the amount of \$331,950.50 and expenses in the amount of \$283,140.67.

²² Court order dated December 13, 2007 approved fees in the amount of \$609,233.75 and expenses in the amount of \$549,314.08.

| | | Payment Requested | | Order Approving Amount of: | |
|---|-------------------------|-------------------|-------------------------------|----------------------------|---|
| December 12, 2007 D.I. 17625 (Twenty-Sixth) | 7/1/2007 – 9/30/2007 | \$510,043.50 | \$10,433.15 \$418,269.08* | \$508,758.50 ²³ | \$10,433.15 (Stroock) \$418,269.08 (Navigant) |
| March 5, 2008 D.I. 18222 (Twenty-Seventh) | 10/1/07 – 12/31/07 | \$654,871.50 | \$112,822.90 \$535,348.99* | \$654,871.50 ²⁴ | \$112,650.85 (Stroock) \$535,348.99 (Navigant) |
| May 27, 2008 D.I. 18789 (Twenty-Eighth) | 1/1/08 3/31/08 | \$672,622.50 | \$20,422.22 \$229,195.95* | \$672,622.50 ²⁵ | \$20,422.22 (Stroock) \$229,195.95 (Navigant) |
| August 27, 2008 D.I. 19386 (Twenty-Ninth) | 4/1/08 6/30/08 | \$653,130.50 | \$26,151.33 \$38,896.84* | \$653,130.50 ²⁶ | \$26,151.33 (Stroock) \$38,896.84 (Navigant) |
| December 5, 2008 D.I. 20207 (Thirtieth) | 7/1/08 – 9/30/08 | \$645,502.50 | \$11,888.55 \$259.90* | \$645,092.50 ²⁷ | \$11,888.55 (Stroock) \$259.90 (Navigant) |
| March 9, 2009 D.I. 20950 (Thirty-First) | 10/01/08 12/31/08 | \$557,387.50 | \$20,499.56 | \$557,387.50 ²⁸ | \$20,499.56 |
| June 1, 2009 D.I. 21937 (Thirty-Second) | 1/01/09 3/31/09 | \$437,100.75 | \$7,356.35 | \$433,438.75 ²⁹ | \$7,356.35 |

²³ Court order dated March 12, 2008 approved fees in the amount of \$508,758.50 and expenses in the amount of \$428,702.23.

²⁴ Court order dated June 23, 2008 approved fees in the amount of \$654,871.50 and expenses in the amount of \$647,999.84.

²⁵ Court order dated October 1, 2008 approved fees in the amount of \$672,622.50 and expenses in the amount of \$249,618.17.

²⁶ Court order dated December 17, 2008 approved fees in the amount of \$653,130.50 and expenses in the amount of \$65,048.17.

²⁷ Court order dated April 1, 2009 approved fees in the amount of \$645,092.50 and expenses in the amount of \$12,148.45.

²⁸ Court order dated July 7, 2009 approved fees in the amount of \$557,387.50 and expenses in the amount of \$20,499.56.

| | | Payment Requested | | Order Approving Amount of: | |
|---|----------------------|-------------------|----------------------------|----------------------------|--|
| August 19, 2009 D.I. 22869 (Thirty-Third) | 4/01/09 6/30/09 | \$654,188.75 | \$16,935.11 | \$653,243.75 ³⁰ | \$16,935.11 |
| December 4, 2009 D.I. 23944 (Thirty-Fourth) | 7/01/09 9/30/09 | \$944,248.25 | \$44,707.82 \$2,812.50* | \$942,116.25 ³¹ | \$43,707.82 (Stroock) \$2,812.50 (Navigant) |
| February 16, 2010 D.I. 24308 (Thirty-Fifth) | 10/01/10 12/31/09 | \$617,534.75 | \$26,074.41 | \$617,534.75 ³² | \$26,074.41 |
| May 20, 2010 D.I. 24811 (Thirty-Sixth) | 01/01/10 3/30/10 | \$290,697.25 | \$5,468.29 | \$290,697.25 ³³ | \$5,468.29 |
| August 17, 2010 D.I. 25231 (Thirty-Seventh) | 4/01/10 6/30/10 | \$133,786.00 | \$1,130.09 | \$133,786.00 ³⁴ | \$1,130.09 |
| Nov. 17, 2010 D.I. 25766 (Thirty-Eighth) | 7/01/10 9/30/10 | \$69,080.00 | \$627.96 | | |

²⁹ Court order dated September 28, 2009 approved fees in the amount of \$433,438.75 and expenses in the amount of \$7,356.35.

³⁰ Court order dated December 11, 2009 approved fees in the amount of \$653,243.75 and expenses in the amount of \$16,935.11.

³¹ Court order dated March 19, 2010 approved fees in the amount of \$942,116.25 and expenses in the amount of \$47,520.32.

³² Revised Court Order dated June 7, 2010 approved fees in the amount of \$617,534.75 and expenses in the amount of \$26,074.41.

³³ Court Order dated September 13, 2010 approved fees in the amount of \$290,697.25 and expenses in the amount of \$5,468.29.

³⁴ Court Order dated December 10, 2010 approved fees in the amount of \$133,786.00 and expenses in the amount of \$1,130.09.

WR GRACE & CO
ATTACHMENT B
OCTOBER 1, 2010 - DECEMBER 31, 2010

| | Hours | Rate | Amount | No. of Years in Position |
|--------------------------|--------------|-------------|----------------------|---------------------------------|
| Partners | | | | |
| Greenberg, Mayer | 6.3 | \$ 895 | \$ 5,638.50 | 21 |
| Kruger, Lewis | 5.5 | 995 | 5,472.50 | 41 |
| Pasquale, Kenneth | 23.8 | 875 | 20,825.00 | 20 |
| | | | | |
| Associates | | | | |
| Krieger, Arlene G. | 141.4 | 695 | 98,273.00 | 26 |
| Sasson, Gabriel | 11.1 | 310 | 3,441.00 | 2 |
| | | | | |
| Paraprofessionals | | | | |
| Braun, Danielle E. | 0.2 | 275 | 55.00 | 1 |
| Magzamen, Michael | 6.8 | 305 | 2,074.00 | 9 |
| Mohamed, David | 35.8 | 190 | 6,802.00 | 21 |
| Wojcik, Mark R. | 0.3 | 305 | 91.50 | 4 |
| | | | | |
| Sub Total | 231.2 | | \$ 142,672.50 | |
| Less 50% Travel | (1.7) | | (1,531.25) | |
| Total | 229.5 | | \$ 141,141.25 | |

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---|---|--------------------------------|
| In re: |) | |
| |) | Chapter 11 |
| W. R. GRACE & CO., <u>et al.</u> ¹ |) | Case No. 01-01139 (JKF) |
| |) | |
| Debtors. |) | Jointly Administered |

**THIRTY-NINTH QUARTERLY FEE APPLICATION OF STROOCK & STROOCK &
LAVAN LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF W. R. GRACE & CO., et al., FOR INTERIM COMPENSATION AND
FOR REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED
DURING THE PERIOD FROM OCTOBER 1, 2010 THROUGH DECEMBER 31, 2010**

Stroock & Stroock & Lavan LLP (“Stroock” or “Applicant”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of W. R. Grace & Co. (“Grace”) and its sixty-one domestic subsidiaries and affiliates that are debtors and debtors-in-possession (the “Debtors”) in this Court, for its application pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with the Administrative Fee Order (defined below) for interim allowance of

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.

compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents as follows:

INTRODUCTION

1. By this application (the "Application"), Stroock seeks (i) an interim allowance of compensation for the professional services rendered by Stroock as counsel for the Committee for the period from October 1, 2010 through December 31, 2010 (the "Compensation Period") in the aggregate amount of \$141,141.25 representing 188.1 hours of professional services and 43.1 hours of paraprofessional services; and (ii) the reimbursement of actual and necessary expenses incurred by Stroock during the Compensation Period in connection with its rendition of such professional and paraprofessional services for the Committee in the aggregate amount of \$2,635.46.

2. Venue of this proceeding and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are 11 U.S.C. §§ 330 and 331 and Federal Rules of Bankruptcy Procedure 2002(a) and 2016.

BACKGROUND

3. On April 2, 2001 (the "Petition Date"), each of the Debtors filed voluntary petitions for reorganization under chapter 11 of the Bankruptcy Code and has continued in the management and operation of their businesses and property pursuant to §§ 1107 and 1108 of the Bankruptcy Code. Pursuant to an order of the Court, the Debtors' chapter 11 cases have been procedurally consolidated and are being jointly administered.

4. The Debtors operate a worldwide specialty chemicals and materials business and employ approximately 3860 full and part-time employees. On a consolidated basis, for the fiscal

year 2000, Grace reported a net loss of \$89.7 million² from \$1.59 billion in net revenues. The Debtors' bankruptcy filings report that in fiscal year 2000, on a consolidated basis, Grace's sales are generated approximately 50% by the Debtors and 50% by the Debtors' non-debtor subsidiaries and affiliates.

5. On April 12, 2001, the United States Trustee formed the Committee. During the first meeting of the Committee on April 12, 2001, the Committee duly selected Stroock as its counsel to represent the Committee in all matters during the pendency of the Debtors' Chapter 11 cases. The Committee thereafter approved the retention of Duane, Morris & Heckscher LLP (n/k/a Duane Morris LLP) ("DM&H") as its local Delaware counsel. On December 3, 2003, the United States Trustee filed a second amended notice of appointment of the Committee. On July 10, 2006, the United States Trustee filed a third amended notice of appointment of the Committee.

6. The United States Trustee also appointed two separate official committees to represent the interests of claimants asserting asbestos-related personal injury claims (the "ACC") and asbestos-related property damage claims (the "PD Committee") against the Debtors (collectively, the "Asbestos Claim Committees"). On June 18, 2001, the United States Trustee appointed an official committee to represent the interests of equity security holders of the Debtors (the "Equity Committee").

7. By order dated May 24, 2004, the Court authorized the appointment of a legal representative for future asbestos personal injury claimants (the "PI FCR"). By order dated

² The Debtors' pleadings further reported that this net loss resulted in part from a \$294.0 million asbestos-related charge to earnings recorded in the fourth quarter of 2000.

October 20, 2008, the Court authorized the appointment of a legal representative for future asbestos property damage claimants (the “PD FCR”).

8. By application dated May 1, 2001, Stroock sought Court approval for its retention as counsel to the Committee nunc pro tunc to April 12, 2001. The Court signed an order approving Stroock’s retention as counsel to the Committee on May 30, 2001.

9. This is the thirty-ninth quarterly interim application Stroock has filed with the Court for an allowance of compensation and reimbursement of expenses for services rendered to the Committee. This Application is submitted pursuant to the terms of the Administrative Order Under §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, approved by the Court on May 3, 2001 as amended by order dated April 17, 2002 (collectively, the “Administrative Fee Order”).

10. In accordance with the procedures established by the Administrative Fee Order, Stroock had, at the time of filing this Application, received payment from the Debtors for 80% of the fees and 100% of Stroock’s expenses requested, and not objected to, in the October 2010 and November 2010 fee statements. Stroock has not received payment for the fees and expenses requested in December 2010 fee statement for which a certificate of no objection has been filed. Applicant has received no other payments and no promises for payment from any source for services rendered in connection with these cases for the months encompassing this Compensation Period other than as immediately set forth above. There is no agreement or understanding between the Applicant and any other person (other than members of Stroock) for the sharing of compensation to be received for the services rendered in these cases.

11. As stated in the Affidavit of Kenneth Pasquale, Esq. annexed hereto as Exhibit “A,” all of the services for which interim compensation is sought herein were rendered for and on behalf of the Committee solely in connection with these cases.

SUMMARY OF SERVICES RENDERED

12. Since being retained by the Committee, Stroock has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the unsecured creditors of the Debtors’ estates. The variety and complexity of these cases and the need to act or respond on an expedited basis in furtherance of the Committee’s needs have required the expenditure of substantial time by personnel from several legal disciplines, on an as-needed basis, including in certain instances, working into the evening and on weekends.

13. Stroock maintains written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services to the Committee. Such time records were made contemporaneously with the rendition of services by the person rendering such services and in the ordinary course of Stroock’s practice, and are presented in compliance with Delaware Local Rule 2016-2(d) amended effective as of February 1, 2006. A compilation showing the name of the attorney or paraprofessional, the date on which the services were performed, a description of the services rendered, and the amount of time spent in performing the services during the Compensation Period is annexed hereto as Exhibit “B”. In addition, Exhibit “C” hereto contains a summary of the hours expended by each of the attorneys and paraprofessionals during the Compensation Period, their normal hourly rates, and the value of their services.

14. Stroock also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, all of which are also available for inspection. A schedule of the categories of expenses and amounts for which payment is requested is annexed hereto as Exhibit "D".

15. Stroock respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and have directly benefited the creditor constituents represented by the Committee and have contributed to the effective administration of these cases.

16. The following summary of the services rendered during the Compensation Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in Exhibit "B". Rather, it is merely an attempt to highlight certain of these areas in which services were rendered to the Committee, as well as to identify some of the problems and issues to which Stroock was required to direct its attention.

Claim Analysis Objection, Resolution & Estimation (Asbestos) -- Category 0003

17. As reflected in prior compensation applications, in mid-November 2004, the Debtors filed a reorganization plan and numerous related pleadings including their motion seeking the estimation of asbestos claims and the establishment of a schedule and procedures for carrying out the estimations (the "Estimation Motion"), and their motion to establish post-confirmation litigation protocols for liquidating asbestos claims.

18. The Court subsequently approved a form of case management order to govern the pre-confirmation estimation of asbestos personal injury claims (the "PI CMO") and several

amendments thereto (the “Amended PI CMOs”) and the related form of questionnaire (the “Questionnaire”) to be used by asbestos personal injury claimants who had commenced pre-petition litigation against the Debtors (the “PI Pre-Petition Litigation Claimants”), and two case management orders for property damage claims (as amended, the “PD CMOs”); one to govern the Debtors’ claims objection process and the other to govern the pre-confirmation estimation of property damage claims (“PD Claims”). The Amended PI CMOs established pre-trial dates and deadlines and trial dates to govern the estimation of asbestos personal injury claims (the “PI Estimation”). The PI Estimation trial commenced in January 2008.

19. On April 7, 2008, the Debtors informed the Court that they had reached an agreement with the ACC, the PI FCR and the Equity Committee (collectively, the “Plan Proponents”) on a resolution of the Debtors’ present and future asbestos liabilities (the “Proposed PI Resolution”) and made public a term sheet (the “Term Sheet”) setting forth terms of such parties’ proposed treatment of classes of claims and equity holders to be embodied in a plan of reorganization to be filed with the Court. As a result of the Proposed PI Resolution of the Debtors’ asbestos personal injury liabilities (the “Proposed Asbestos Resolution”), the PI Estimation trial was suspended, subject to being restarted if the Proposed PI Resolution fell apart or a plan embodying the Term Sheet was not confirmed. The Debtors and the Plan Proponents filed a plan embodying the Term Sheet and a related disclosure statement on September 19, 2008. By order dated March 9, 2009, the Court approved, inter alia, the disclosure statement, as amended, as containing adequate information, and established the solicitation and confirmation processes and procedures with respect to the Plan Proponents’ first amended joint plan (the “Plan”). Numerous objections were filed to confirmation of the Plan, discovery was conducted and a contested confirmation trial was held during prior compensation periods.

20. During prior compensation periods, in connection with the Debtors' resolution of outstanding PD and PI Claims and the Plan Proponents' resolution of objections to the Plan, the Debtors filed motions seeking approval of settlements with a number of Grace's pre-petition insurers regarding the parties' respective rights and obligations under excess insurance policies.

21. The Debtors continued to seek approval for settlements with their pre-petition insurance carriers during this Compensation Period. As reflected in this category and elsewhere in the Application, Stroock reviewed these settlement motions, the underlying agreements and related materials, including those with Federal Insurance Company, Associated International Insurance, Swiss Re and the CNA Companies, the objections filed to the proposed CNA Companies' settlement and prepared memoranda for the Committee discussing the settlements. Stroock has expended 26.5 hours on this category for a fee of \$18,507.50.

Asset Dispositions, Sales, Uses and Leases (Section 363) – Category 0009

22. During this Compensation Period, the Debtors filed a motion seeking authority to enter into an asset purchase agreement to acquire all or substantially all of the assets of RS Solutions, LLC in connection with the Debtors' admixture chemicals business. Stroock reviewed the motion, asset purchase agreement and other related materials, discussed the acquisition and prepared for and participated on a conference call discussing the proposed acquisition with Debtors' representatives. Stroock communicated comments to the asset purchase agreement to Debtors' counsel and reviewed the revised form of the agreement and the proposed form of order. In addition during this Compensation Period, the Debtors filed a notice setting forth their proposal to sell real property in Greenville, South Carolina. Stroock reviewed the materials provided with the notice, exchanged memoranda with Debtors' counsel seeking additional information, and as reflected elsewhere in the Application prepared a memorandum

for the Committee discussing the proposed transaction. Debtors' financial advisors also informed Capstone during this Compensation Period that Grace intended to acquire the assets of a Chinese company to augment Grace's Construction Products Business. Stroock discussed the proposed acquisition with Capstone, reviewed the asset purchase agreement and reviewed its proposed memorandum for the Committee on this transaction. Stroock has expended 21.3 hours on this category for a fee of \$14,947.50.

Business Operations -- Category 0013

23. Stroock reviewed, provided comment on and discussed with Capstone its report on the results of Grace's operations for the third quarter of 2010. Stroock has expended 1.6 hours on this category for a fee of \$1,112.00.

Case Administration -- Category 0014

24. As reported in prior monthly compensation applications, these chapter 11 cases were reassigned to District Court Judge Alfred Wolin in November 2001 and referred to Bankruptcy Court Judge Judith Fitzgerald, and then reassigned to District Court Judge Ronald L. Buckwalter following Judge Wolin's recusal from these cases.

25. During this Compensation Period, Stroock continued to closely monitor the items on the Court's general chapter 11 docket for these cases, as well as those dockets relating to pending adversary proceedings and appeals, to ensure that the Committee was fully informed about all pending motions, adversary proceedings and appeals and that Stroock would be ready to timely respond on behalf of the Committee, as might be applicable. Stroock continued to engage Debtors' counsel and Capstone on an on-going basis with respect to pending matters and information requests. Stroock has expended 21.1 hours on this category for a fee of \$4,478.50.

Claims Analysis, Objection and Resolution (Non-Asbestos) -- Category 0015

26. During this Compensation Period, the Debtors filed a motion seeking approval of a settlement of numerous tax claims with the Commonwealth of Massachusetts, Department of Revenue. Stroock reviewed the motion and related materials, prepared for and participated in a conference call with Debtors' representatives discussing the proposed settlement of these claims with Debtors' counsel and communicated with Debtors' counsel on numerous occasions requesting further information. As reflected elsewhere in this Application, Stroock rendered other services in connection with evaluating this matter for the Committee. Stroock has expended 4.6 hours on this category for a fee of \$3,197.00.

Committee, Creditors' Noteholders' or Equity Holders' -- Category 0017

27. During this Compensation Period, Stroock communicated with the full Committee and its members through memoranda and conference calls. In order to keep the Committee fully informed of all of the pending matters in these cases, and thus enable the Committee to take informed positions on those issues, Stroock reviewed and summarized the motions, other pleadings and notices filed by the Debtors and other parties in interest in these cases and the objections and responses filed, raised issues the Committee should be aware of, made recommendations to the Committee concerning appropriate actions to be taken with regard to the pleadings and communicated with members of the Committee regarding the positions to be taken. In addition, Stroock engaged counsel and other representatives for the Debtors, with the Committee's questions, concerns and comments, negotiated whenever and to the extent possible consensual resolutions of outstanding issues and acceptable forms of proposed orders, stipulations and agreements.

28. During this Compensation Period, Stroock prepared memoranda for the Committee addressing, among other matters, (a) each of the settlements reached with Federal Insurance, Associated International Insurance Company, and the CNA Companies, and any objections filed to those settlements, (b) the proposed settlement of claims asserted by the Rowe Entities relating to outstanding agreements with respect to environmental remediation of certain real property owned by the Rowe Entities, (c) the letter agreement among the Debtors and the NJDEP resolving the Debtors' motion filed in the prior compensation period to enforce the 2009 settlement agreement with NJDEP, (d) the Debtors' proposed settlement of the environmental claims asserted by claimants, the Seaboard Group II, (e) additional modifications made to Class 9 Claims in section 3.1.9 of the Plan, and (f) with Capstone, prepared memoranda on the Debtors' proposed settlement of multiple tax claims with the Commonwealth of Massachusetts. In addition, Stroock prepared memoranda for the Committee discussing the Plan confirmation status conference and hearings held before the Court during this Period. Stroock also reviewed the memoranda prepared by Capstone for the Committee discussing the Debtors' proposed acquisition of RS Solutions and Grace's acquisition of the assets of a Chinese business.

29. Through its correspondence and communications with the Committee, Stroock has assisted the Committee in fulfilling its statutory duties to make informed decisions and express the Committee's views regarding the issues which arise in these cases, to participate in those proceedings and matters and in the confirmation of a plan providing appropriate treatment for the creditors represented by the Committee. Stroock has expended 49.4 hours on this category for a fee of \$35,335.00.

Fee Application, Applicant -- Category 0018

30. During this Compensation Period, Stroock prepared its fee statements for the months of September 2010, October 2010 and November 2010 and related notices, affidavits of service and certifications of no objection where applicable. Stroock also prepared its Thirty-Eighth Quarterly Fee Application covering the period from July 1, 2010 through September 30, 2010 (the "prior compensation application"), including a narrative section summarizing the services rendered during that period by Stroock and numerous fee and expense schedules, as required by the Administrative Fee Order entered by the Court. Stroock has expended 22.0 hours on this category for a fee of \$8,564.50.

Creditor Inquiries -- Category 0019

31. During this Compensation Period, Stroock responded to inquiries from unsecured creditors with respect to confirmation issues, the status of these cases, recent plan modifications addressing the treatment of bank lender claims in Class 9, the 12/13/10 hearing on confirmation issues and the 12/20 confirmation status conference before the Court. Stroock has expended 4.9 hours on this category for a fee of \$4,104.50.

Fee Application, Others -- Category 0020

32. During this Compensation Period, Stroock prepared notices, affidavits of service and certifications with respect to Capstone's monthly fee statements for the months of July 2010, August 2010 and September 2010 and with respect to Capstone's 27th quarterly interim fee application. Stroock has expended 8.4 hours on this category for a fee of \$1,949.50.

Environmental Matters/Regulations/Litigation -- Category 0022

33. During this Compensation Period, the Debtors provided notices with respect to two settlement agreements resolving environmental claims asserted against the chapter 11 estates; one involving the settlement of claims asserted by the Seaboard Group II and the other involving claims asserted by the Rowe Entities. Stroock reviewed the settlements, obtained additional information from Debtors' counsel and prepared memoranda for the Committee discussing the settlements. Stroock expended 5.7 hours on this category for a fee of \$3,961.50.

Travel Non Working -- Category 0035

34. During this Compensation Period, a Stroock attorney traveled to Delaware to attend the December 13, 2010 omnibus hearing, in which the Court addressed plan confirmation issues. Stroock expended 3.5 hours on this category for a fee of \$3,062.50, for which it seeks payment in the amount of \$1,531.25.

Plan and Disclosure Statement -- Category 0036

35. As reported in prior compensation applications, in September 2008, the Debtors filed a plan of reorganization embodying the Proposed PI Resolution and the Term Sheet the Debtors reached with the Plan Proponents. Stroock reviewed the drafts of the plan and related exhibits, the disclosure statement and the solicitation-related materials focusing on those terms and provisions affecting the treatment of general unsecured creditors in Class 9, and communicated with the Committee and Capstone regarding these documents. The Court approved an amended disclosure statement (the "Disclosure Statement") corresponding to the first amended plan of reorganization dated February 27, 2009 (the "Plan") and solicitation procedures, and creditors and equity holders voted on the Plan and filed objections to confirmation. Stroock prepared and filed objections to confirmation of the Plan on behalf of the

Committee, and participated in the Phase I hearings and Phase II confirmation trial that took place during the prior compensation periods. All of the closing arguments on confirmation issues took place during a prior compensation period.

36. During this Compensation Period, the Court issued an order reflecting that it would raise a number of Plan confirmation-related matters at the 12/13/10 omnibus hearing, including an issue regarding the treatment of certain Class 9 Claims under the Plan. Stroock prepared for and attended the hearing. In addition, during this Compensation Period, the Debtors filed two separate modifications to the Plan, both of which modified the treatment of bank lender claims in Class 9. Stroock reviewed the modifications, and communicated with the Committee, with counsel representing certain of the holders of bank lender claims and with Debtors' counsel, as applicable, and on behalf of the Committee was a party to the certificate of counsel relating to one of the modifications. Further during this Period, the Court held a status conference to discuss the status of the Court's issuance of an order on confirmation of the Plan and to raise the impact that might have on pending matters. Stroock attended the status conference. Stroock expended 16.0 hours on this category for a fee of \$12,455.00.

Hearings -- Category 0037

37. During the Compensation Period, Judge Fitzgerald held two omnibus hearings; one in Delaware and one by telephone, and a telephonic confirmation status conference. Stroock reviewed each of the agenda notices, all relevant pleadings and submissions in advance of these hearings and the confirmation status conference and prepared for and attended the hearings. As reflected elsewhere in the Application, Stroock informed the Committee of the matters addressed during the hearings and status conference and the comments and rulings made by the Court

either through memoranda prepared for the Committee or through conference calls. Stroock expended 14.5 hours on this category for a fee of \$11,979.50.

Tax Issues – Category 0047

38. During this Compensation Period, the Debtors filed a motion seeking approval for a settlement they had reached with the Massachusetts Department of Revenue, covering multiple tax claims and providing for Massachusetts to receive payment on the claims to be allowed outside of a confirmed plan. Stroock discussed the proposed settlement with Debtors' representatives and with Capstone, attended to the motion and other materials, including additional information provided by Debtors' counsel in response to Stroock's requests, reviewed and analyzed applicable case law, and as reflected elsewhere in this Application discussed this proposed settlement with the Committee. Stroock expended 31.7 hours on this category for a fee of \$19,018.00.

FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

39. The factors to be considered in awarding attorneys fees have been enumerated in In re First Colonial Corp. of America, 544 F.2d 1291, 1298-99 (5th Cir. 1977), reh'g denied, 547 F.2d 573, cert. denied, 431 U.S. 904; these standards have been adopted by most courts. Stroock respectfully submits that a consideration of these factors should result in this Court's allowance of the full compensation sought.

The Time and Labor Required. The professional services rendered by Stroock on behalf of the Committee have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to deal with the complex issues

encountered by the Committee with skill and dispatch. Occasionally, Stroock has been required to perform these services under significant time constraints requiring work late into the evening and on weekends. The services rendered by Stroock were performed efficiently, effectively and economically.

The Novelty and Difficulty of Questions. Novel and complex issues have already arisen in the course of these Chapter 11 cases, and it can be anticipated that other such issues will be encountered. In this case, as in many others in which the firm is involved, Stroock's effective advocacy and creative approach have helped clarify and resolve such issues and will continue to prove beneficial.

The Skill Requisite to Perform the Legal Services Properly. Stroock believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Stroock's practice, and its creative approach to the resolution of issues, are and will continue to contribute to the maximization of the distributions to the Debtors' unsecured creditors.

The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. Due to the size of Stroock's insolvency department, Stroock's representation of the Committee has not precluded its acceptance of new clients. However, the volume of the matters needing attention on a

continuing basis has required several of the attorneys to commit significant portions of their time to these cases.

The Customary Fee. The fee sought herein is based upon Stroock's normal hourly rates for services of this kind. Stroock respectfully submits that the fee sought herein is not unusual given the magnitude and complexity of these cases and the time expended in attending to the representation of the Committee, and is commensurate with fees Stroock has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience.

Whether the Fee is Fixed or Contingent. Pursuant to §§ 330 and 331 of the Bankruptcy Code, all fees sought by professionals employed under § 1103 of the Code are contingent pending final approval by this Court, and are subject to adjustment dependent upon the services rendered and the results obtained.

Time Limitations Imposed by Client or Other Circumstances. As already indicated, Stroock has attended to the various issues arising in these cases. Occasionally, Stroock has had to perform those services under significant time constraints requiring attorneys assigned to these cases to work evenings and on weekends.

The Amount Involved and Results Obtained. Through the efforts of Stroock, the Committee has been an active participant in these Chapter 11 cases from the very first days of its formation, and its assistance, as well as

constructive criticism, has greatly contributed to the efficient administration of these cases.

The Experience, Reputation and Ability of the Attorneys. Stroock has one of the largest and most sophisticated insolvency practices in the nation and has played a major role in numerous cases of national import including:

Acme Metals, Inc., Hillsborough Holdings Corporation, Laclede Steel Company, Gulf States Steel, Inc. of Alabama, The LTV Corporation, Wheeling-Pittsburgh Steel Corporation, Allis-Chalmers Corporation, The Charter Company, Federated Department Stores, G. Heileman Brewing Company, Inc., Burlington Motor Holdings, Inc., Metallurg, Inc., Forstmann & Company, Inc., Barneys, Inc., Fruehauf Trailer Corporation, Levitz Furniture Incorporated, The Columbia Gas System, Inc., JWP, Inc., Flushing Hospital and Medical Center, Planet Hollywood International, Anchor Glass Container Corporation, Beloit Corporation in the Harnischfeger Industries Chapter 11 Cases, RSL COM U.S.A. Inc, USG Corporation, Formica Corp. Galey & Lord, Inc. and DESA Holdings.

Stroock's experience enables it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Stroock has already frequently called upon the expertise of its partners and associates in the litigation, ERISA, tax, environmental and intellectual property law areas to perform the wide ranging scope of the legal work necessitated by these cases.

The “Undesirability” of the Case. These cases are not undesirable, but as already indicated, have required a significant commitment of time from several of the attorneys assigned hereto.

Nature and Length of Professional Relationship. As described above, Stroock has been actively rendering services on behalf of the Committee as necessary and appropriate from April 12, 2001 through to the present.

ALLOWANCE OF COMPENSATION

40. The professional services rendered by Stroock required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Committee could be addressed with skill and dispatch and have, therefore, required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the Committee were performed efficiently, effectively and economically, and the results obtained to date have benefited the Debtors’ unsecured creditor body as a whole and the Debtors’ estates.

41. With respect to the level of compensation, § 330 of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person (including attorneys for a creditors’ committee): “Reasonable compensation for actual necessary services rendered by [such] . . . professional person. 11 U.S.C. § 330. Section 330 further states that the court should take into consideration, inter alia, the nature, extent, and value of services performed, as well as the cost of comparable services other than in a case under this title. Id. The clear Congressional intent and policy expressed in this statute is to provide for adequate

compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

42. The total time spent by Stroock attorneys and paraprofessionals during the Compensation Period for which Stroock seeks payment was 231.2 hours. Such services have a fair market value of \$141,141.25. The work involved, and thus the time expended, was carefully assigned in light of the experience, expertise and familiarity with the issues in these cases required for a particular task.

43. As shown by this Application and supporting documents, Applicant spent its time economically and without unnecessary duplication of time. Attached hereto as Exhibit "C" are summaries of the hours expended by the attorneys and paraprofessionals during the Compensation Period, their normal hourly rates, and the value of their services.

44. In addition, Stroock incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee in the sum of \$2,635.46 for which Stroock respectfully requests reimbursement in full. The disbursements and expenses have been incurred in accordance with Stroock's normal practice of charging clients for expenses clearly related to and required by particular matters. Stroock has endeavored to minimize to the fullest extent possible those expenses incurred to enable Stroock to devote time beyond normal office hours to matters that imposed extraordinary time demands. Attached hereto as Exhibit "D" is a summary chart reflecting each category of disbursement for which Stroock seeks reimbursement.

45. Stroock's billing rates do not include charges for photocopying, telephone and telecopy toll charges, computerized research, travel expenses, "working meals", secretarial overtime, postage and certain other office services, because the needs of each client for such

services differ. Stroock believes that it is fairest to charge each client only for the services actually used in performing services for it. Stroock has endeavored to minimize these expenses to the fullest extent possible.

46. Stroock charges \$.10 per page for in-house photocopying services, with respect to computerized research services Stroock charges the actual cost from the vendor, and \$1.00 per page for out-going facsimile transmissions. Stroock does not charge for incoming facsimiles.

47. No agreement or understanding exists between Stroock and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these cases.

48. Stroock has reviewed the requirements set forth in Delaware Local Rule 2016-2, entitled "Motion for Compensation and Reimbursement of Expenses," and believes that this application for interim compensation and reimbursement of expenses is fully in compliance with the rules set forth therein.

49. No prior application has been made in this or in any other Court for the relief requested herein for the Compensation Period other than as set forth herein.

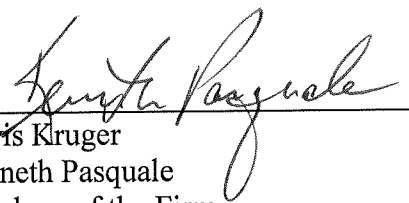
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WHEREFORE, Stroock respectfully requests, pursuant to the Administrative Fee Order:

(a) the allowance of compensation for professional services rendered to the Committee during the period from October 1, 2010 through and including December 31, 2010 in the amount of \$141,141.25, for which Stroock seeks payment; (b) the reimbursement of Stroock's out-of-pocket expenses incurred in connection with the rendering of such services during the period from October 1, 2010 through and including December 31, 2010 in the amount of \$2,635.46; and an order authorizing and directing the Debtors to pay to Stroock each of the amounts set forth in (a), (b) and (c) of this WHEREFORE clause (to the extent not already paid pursuant to the Administrative Fee Order); and granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York
March 2, 2011

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